



IN THE HIGH COURT OF JUSTICE No. 7127 OF 2012  
CHANCERY DIVISION  
COMPANIES COURT



Innovating to perform

## Form of Proxy for the meeting convened by the Court of the holders of Man Ordinary Shares

In the matter of Man Group plc and in the matter of the Companies Act 2006



Voting ID

Task ID

Shareholder Reference Number



You may submit your Form of Proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) quoting the above numbers (Note 1). In order to be effective your Form of Proxy must be received by our Registrars by no later than 11.30 am on 15 October 2012 (Note 2). Alternatively, it may be handed to the Company's Registrars, Equiniti or the Chairman of the Court Meeting before the commencement of the Court Meeting.

I/we the undersigned being a shareholder(s) of Man Group plc (the "Company")  
hereby appoint (Note 3)

No of Shares (if less than your  
full voting entitlement) (Note 3)

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Court Meeting of the Company to be held on Wednesday 17 October 2012 and at any adjournment thereof. **Please indicate your instructions by signing in either the FOR or AGAINST box below. Only insert your signature once. If you sign in both boxes, or if you do not sign in either, then this Form shall be invalid.**

FOR the said Scheme (Notes 5 and 6)

AGAINST the said Scheme (Notes 5 and 6)

Signed

Signed

Dated

0874-068-S



Please mark this box if signing on behalf of the shareholder as Attorney,  
Receiver, or Third Party.

☐

This card should not be used for any comments change of address, or other  
queries. Please send a separate communication to our Registrars.

### Notes on completing the Form of Proxy

- 1 A shareholder may register a proxy appointment online via the Equiniti website [www.sharevote.co.uk](http://www.sharevote.co.uk) subject to the terms and conditions shown on the website. Shareholders registered with [www.shareview.com](http://www.shareview.com) can log on and vote through that service. Please note that any electronic communication found to contain a computer virus will not be accepted.
- 2 To be effective, the Form of Proxy or your online vote must be sent to Equiniti to be received no later than 11.30 am on 15 October 2012. If you wish, you may return the Form of Proxy in an envelope addressed to Equiniti, FREEPOST SEA 10846, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively, the Form of Proxy may be handed to Equiniti or the Chairman of the Court Meeting before the commencement of the Court Meeting.
- 3 A shareholder may appoint a proxy of his or her choice to attend, speak and vote at the Court Meeting on their behalf. Please leave this box blank if you wish to appoint the Chairman as your proxy. If you wish to appoint someone else, please enter their name in the box. A proxy need not be a shareholder but must be able to attend the meeting in order to represent you. If you are appointing a proxy in relation to part of your shareholding only, please enter the number of shares in respect of which your proxy is authorised to vote in the box next to the proxy's name. If this box is left blank, the proxy will be authorised to vote in respect of all your shares. Your proxy must vote as indicated above (subject to any modification to the Scheme of Arrangement as the proxy may approve).
- 4 To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrar, Equiniti or photocopy this Form. In the case of multiple Forms, please specify the number of shares in respect of which each proxy can vote, as in Note 3 above. Multiple Forms should be returned to Equiniti in an envelope at the Freepost address detailed in Note 2.
- 5 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders.
- 6 In the case of a corporation, the Form of Proxy must be completed either under seal or signed by a duly authorised officer or attorney.
- 7 Please read carefully the guidance notes in the Notice of Court Meeting which is set out in Part 6 of the enclosed Scheme document.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should refer to the Notice of Court Meeting.
- 9 Completion and return of the Form of Proxy or sending an online vote will not prevent a shareholder from attending and voting in person at the Court Meeting if the shareholder so wishes. Any votes validly given at the meeting will override, if different, previous proxy votes given.
- 10 If you have any questions regarding the Scheme document and/or completion and return of this Form of Proxy, please contact Equiniti on 0871 384 2912 or, if calling from outside the UK, +44 121 415 0175. Calls to the 0871 number cost 8 pence per minute from a UK BT landline. Other providers' costs may vary. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Please note that calls to these numbers may be monitored or recorded and no advice on the merits of the Scheme can be given.

Merrill Corporation, London  
12-21116-4

Detach along perforation and submit at Court Meeting entry to facilitate admission



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IN THE HIGH COURT OF  
JUSTICE No. 7127 OF 2012  
CHANCERY DIVISION  
COMPANIES COURT  
**Court Meeting  
Admission Card**  
SRN:

Court Meeting of Man Group plc at Riverbank House,  
2 Swan Lane, London EC4R 3AD on Wednesday  
17 October 2012 at 11.30 am.

Please note tea and coffee will be provided before the  
meeting but lunch will not be served.

Please bring this card with you to the Court Meeting.



Business Reply Plus  
Licence Number  
RTAR-CLKS-YLGU

Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8GL